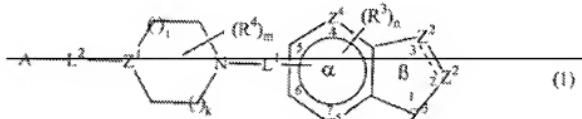
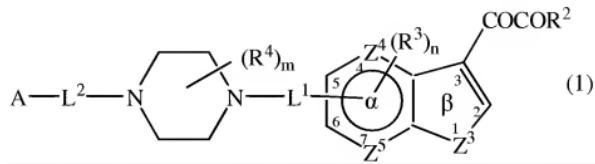


AMENDMENTS TO THE CLAIMS

1. (currently amended): A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein

~~—~~ represents a single or double bond;

each Z^2 is independently CR^2 or $C(R^2)_2$, wherein one R^2 is $COCOR^2$ and the remaining R^2 are H;

wherein R^2 is H, or is straight or branched chain alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, or heteroarylalkyl, each optionally substituted with halo, alkyl, heteroalkyl, SR, OR, NR₂, OCOR, NRCOR, NRCONR₂, NRSO₂R, NRSO₂NR₂, OCONR₂, CN, COOR, CONR₂, COR, or R₃Si wherein each R is independently H, alkyl, alkenyl or aryl, or

wherein R^2 is OR , NR_2 , SR , $NRCONR_2$, $OCONR_2$, or $NRSO_2NR_2$, wherein each R is independently H , alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl, and wherein two R attached to the same atom may form a 3-8 member ring and wherein said ring may further be substituted by alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroalkenyl, heteroaryl, heteroarylalkyl, or optionally substituted with halo, SR , OR , NR_2 , $OCOR$, $NRCOR$, $NRCONR_2$, $NRSO_2R$, $NRSO_2NR_2$, $OCONR_2$, or R_3Si wherein each R is independently H , alkyl, alkenyl or aryl wherein two R attached to the same atom may form a 3-8 member ring, optionally substituted as above defined;

Z^3 is NR^7 , O , or S ;

R^7 is hydrogen or is optionally substituted alkyl, optionally substituted acyl, OR , or NR_2 , wherein each R is independently H , alkyl, alkenyl or aryl; or is optionally substituted alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, or is SOR , SO_2R , RCO , $COOR$, alkyl COR , SO_2R , $CONR_2$, SO_2NR_2 , CN , CF_3 , NR_2 , OR , alkyl SR , alkyl SOR , alkyl SO_2R , alkyl $OCOR$, alkyl $COOR$, alkyl CN , alkyl $CONR_2$, or R_3Si , wherein each R is independently H , alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;

one of Z^4 and Z^5 is N and the other of Z^4 and Z^5 is CH ;

each R^3 is halo, alkyl, heteroalkyl, $OCOR$, OR , $NRCOR$, SR , or NR_2 , wherein R is H , alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;

n is 0-3;

each of L^4 and L^5 is a linker;

L^1 is CO , SO , SO_2 , $CHOH$ or CH_2 ;

L^2 is alkylene (1-4C) or alkenylene (1-4C) optionally substituted with a moiety selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH -aroyl, halo, OR , NR_2 , SR , SOR , SO_2R , $OCOR$, $NRCOR$, $NRCONR_2$, $NRCOOR$, $OCONR_2$, RCO , $COOR$, alkyl-OOR, SO_2R , $CONR_2$, SO_2NR_2 , $NRSO_2NR_2$, CN , CF_3 , R_3Si , and NO_2 , wherein each R is independently H , alkyl, alkenyl or aryl, and wherein two substituents on L^2 can be joined to form a non-aromatic saturated or unsaturated ring that includes 0-3 heteroatoms which are O , S and/or N and which contains 3 to 8

members or said two substituents can be joined to form a carbonyl moiety or an oxime, oximeether, oximeester or ketal of said carbonyl moiety;

each R^4 is independently selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aryloyl, halo, OR, NR₂, SR, SOR, SO₂R, OCOR, NRCOR, NRCONR₂, NRCOOR, OCONR₂, RCO, COOR, alkyl-OOR, SO₃R, CONR₂, SO₂NR₂, NRSO₂NR₂, CN, CF₃, R₃Si, and NO₂, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl, or R^4 is =O or an oxime, oximeether, oximeester or ketal thereof;

 m is 0-4; and

Z^1 is CR⁵ or N wherein R⁵ is H, OR, NR₂, SR or halo, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl;

 each of l and k is an integer from 0-2 wherein the sum of l and k is 0-3; and

 A is a cyclic group optionally substituted with 0-5 substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aryloyl, halo, OR, NR₂, SR, SOR, SO₂R, OCOR, NRCOR, NRCONR₂, NRCOOR, OCONR₂, RCO, COOR, alkyl-OOR, SO₃R, CONR₂, SO₂NR₂, NRSO₂NR₂, CN, CF₃, R₃Si, and NO₂, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl, heteroaryl or heteroarylalkyl.

2-5. (canceled)

6. (previously presented): The compound of claim 1 wherein R⁷ is H, or is optionally substituted alkyl, optionally substituted acyl, OR, or NR₂ wherein each R is independently H, alkyl, alkenyl or aryl.

7-8. (canceled)

9. (original): The compound of claim 8 wherein L¹ is CO.

10-12. (canceled)

13. (original): The compound of claim 12 wherein L^2 is unsubstituted alkylene.
14. (original): The compound of claim 13 wherein L^2 is unsubstituted methylene.
15. (canceled)
16. (previously presented): The compound of claim 1 wherein A is optionally substituted phenyl.
17. (original): The compound of claim 16 wherein said optional substitution is by halo, OR, or alkyl.
18. (original): The compound of claim 17 wherein said phenyl is unsubstituted or has a single substituent.
19. (canceled)
20. (previously presented): The compound of claim 1 wherein each R^4 is halo, OR, or alkyl.
21. (original): The compound of claim 20 wherein m is 0, 1, or 2.
22. (original): The compound of claim 21 wherein m is 2 and both R^4 are alkyl.
23. (canceled)
24. (previously presented): The compound of claim 1 wherein R^3 is halo or alkoxy.
- 25-28. (canceled)
29. (previously presented): The compound of claim 1 wherein Z^4 is N and Z^5 is CH.

30. (previously presented): The compound of claim 1 wherein Z^5 is N and Z^4 is CH.

31-32. (canceled)

33. (currently amended): A pharmaceutical composition for treating conditions characterized by enhanced p38 α activity which composition comprises a therapeutically effective amount of at least one compound of claim 1 and at least one pharmaceutically acceptable excipient.

34-45. (canceled)

46. (new): A compound selected from the group consisting of

